



CONSTITUTION

Revision 13 - January 2018

ABN 26 521 960 054

LIONS CANCER INSTITUTE Inc

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CONSTITUTION

(Revised May 2017 in accordance with the Associations Incorporation Act 2015)

1 Name of the Institute

- 1.1 The Institute shall be “Lions Cancer Institute incorporated”.
- 1.2 This name shall be exclusively secured under all pertinent provisions of the laws of Australia and Western Australia for the sole benefit of the Institute and for the protection of District 201W2, and other ”participating Districts” and member clubs.
- 1.3 All monies materials and assets referred to by incorrect forms of the name of the Lions Cancer Institute Inc. are assumed to be for the sole benefit of this Institute and the Board of Directors shall take all proper steps to secure control of them.

2 Legal Status

The Institute will be incorporated and regulated under the provisions of Western Australian Law and of the Association Incorporated Act (1987) as amended and its successors in Western Australia so as to have its own legal status.

The Institute shall be registered in the Australian Business Register as an Incorporated Entity and with the Australian Taxation Office as a GST registered entity having Income Tax Exempt Charity (ITEC) and Deductible Gift Recipient (DGR) status.

3 Objects of the Institute

The objects of the Institute are directed towards research into the causes, diagnosis, prevention and treatment of cancer and ancillary thereto, the following objects subject always to the direction, practices and ethics of the National Health and Medical Research Council (Australia).

- 3.1 To arrange for, promote, foster, develop and assist at all or any level the study of and the acquisition, dissemination and application of knowledge and information concerning the causes and treatment of cancer.
- 3.2 To endeavour to find, through study and investigation any causes, whether direct or indirect, which may result in cancer.
- 3.3 The property and income of the Association shall be applied solely towards the promotion and objects, or purposes, of the Association and no part of that property, or income, may be paid, or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.
- 3.4 To advocate measures which shall lead to the elimination of such causes and to help and advance by all possible means the standards of diagnosis and treatment of cancer.
- 3.5 To encourage, stimulate and aid research and investigation into the treatment of all forms of cancer.
- 3.6 To stimulate public interest in the treatment of cancer and related problems and to assist in keeping the medical profession in Australia up to date in the latest developments in the field of medical and scientific research and methods of treatment of cancer.

- 3.7 To encourage, assist and arrange for medical practitioners, scientists, students and others to come to Australia for the purpose of research and study and for the purpose of teaching and demonstrating in Australia theory and practice relating to the treatment of cancer.
- 3.8 To co-operate with other organizations (both within Australia and overseas) having objects in whole or in part similar to the objects of the Institute
- 3.9 To establish, subsidize, promote, co-operate with, receive into union or affiliation, subscribe and donate to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid organizations (whether incorporated or not) and whether within Australia or elsewhere with objects substantially similar to these objects provided that the Institute shall not amalgamate with or support with its funds any body which is a profit making body or organization, nor engage in any association which would affect the Institute's status under Clause 2.
- 3.10 To encourage, arrange for, promote and establish special dispensary facilities, infirmaries, clinics and institutions for the care, treatment and convalescence of persons suffering from cancer.
- 3.11 To promote, arrange for, foster, develop, establish and assist in providing appropriate facilities for services whether in money or kind for the institutional care or rehabilitation of persons who are wholly or partially incapacitated on account of cancer and to provide suitable guidance and occupations for such persons.
- 3.12 To raise money by all lawful means and to solicit, receive and enlist financial or other aid from any source and to conduct fund raising campaigns.
- 3.13 To promote, obtain and achieve any object of the Institute by or through the facilities available in any public or private hospital, established University recognized medical, scientific and research Institute and to make outright donations of money, apparatus and equipment and give subsidies to the same.
- 3.14 To arrange or provide monetary assistance for and establish scholarships and make outright donations or students, medical practitioners, scientists and other persons for the purpose of research and study or for the purpose of teaching and demonstrating their professional skill in and knowledge of methods of treatment of cancer.
- 3.15 To disseminate knowledge concerning all matters relating to the causes and prevention of cancer, and to make known and further the objects and activities of the Institute by the publication and distribution of papers, journal and other publications and by advertising in any medium or by any other means thought desirable.
- 3.16 To collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from any source. The Institute being "Public Institute engaged solely in research into the causes, prevention or cure of disease in human beings, animals or plants" within the meaning of item 1.1.5 of Subdivision 30-B of the Income Tax Assessment Act 1997 and its amendments or other Act for the time being amending or superseding the same will accept donations, gifts contributions and payments for the purpose of the Institute from all members of the public desirous of making the same.
- 3.17 To borrow and raise money and to secure the payment thereof in such manner as may be lawful including (without prejudice to the generality of that language) by means of mortgage, charge or debenture upon or overall or any of the property of the Institute.
- 3.18 To lend or invest such of the moneys and funds of the Institute as may not be immediately needed in such securities or investments and upon such terms and conditions as may seem

desirable provided that such securities or investment shall be authorized or permitted by the laws of Australia or any State of Australia for investment of trust funds.

3.19 To purchase, on lease or acquire by gift or otherwise real and personal property of any nature or description.

3.20 To sell such property, exchange it for other property or by any lawful means to dispose of such property.

3.21 To lease such property for such term at such rent and upon such conditions as may be deemed desirable.

3.22 Generally do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects of the Institute.

4 Interpretation

It is expressly declared that in the interpretation of the Constitution

4.1 The term "Cancer" is to be construed in its widest sense and shall include disorders of the eye, brain, nerves, blood vessels and circulation, muscle, bones and other associated and related organs of the body causing or likely to cause cancer and of associated or related organs or functions of the body and any injury or likely to cause any form of cancer.

4.2 Unless repugnant to the context every word of the masculine gender shall be construed as including the female gender and every word in the singular number shall be construed as including the plural number and every word in the plural number shall be construed as including the singular number.

5 Membership of the Institute and associated Rights, Responsibilities and Objections:

5.1 The ordinary members of the Institute shall initially be all of the Lions Clubs in Western Australia who are in good standing with the International Association of Lions Clubs. Provided however, that this shall not in any way effect the autonomy of the Lions Clubs. For the purposes of this Constitution, Lions Clubs International Districts 201W2 & 201W1 shall be referred to as "participating districts".

6 Register of members of the Association

6.1 Cabinet Secretaries of Districts 201W1 and 201W2 shall maintain an up to date register of all members (Clubs) of the Incorporated Association as defined in 4.3 (1) and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

6.2 The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.

6.3 The Secretary must cause the name of any club that ceases to exist for whatever reason or who thereby ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule 4.3 (1).

6.4 All Member Lions clubs in the managing Districts have the rights, responsibilities and obligations of -

(a). Participating in the management of the affairs of the Institute by electing members of the Board of Management at their District Conventions.

- (b). Supporting the objectives of the Institute as defined in Para 3.0 of this document.
- (c). Districts wishing to exercise such rights, responsibilities and obligations shall have first adopted the Institute as a “District Project” at their District Convention.
- (d). If any Districts other than District 201W2 of the International Association of Lions Clubs locating in Western Australia shall adopt the Lions Cancer Institute Inc. as a project of that District at their Annual Convention, then all of the Lions Clubs in Western Australia who are in good standing with that District shall become ordinary members of the Institute for the purposes of this Constitution. Such clubs shall have the same rights, responsibilities and obligations of representation on the Board of Management of the Institute as those of Lions Clubs International District 201W2 and District 201W1, and such membership, obligations and rights shall take effect from the close of such Districts Annual Conventions or other subsequent date notified in the Resolution of such Annual Convention adopting the Institute as a District Project. Such a District of Lions Clubs International shall then also be referred to as a “participating District” for the purposes of this Constitution.

7. Subscriptions of members of the Institute.

7.1 The members may from time to time at a general meeting determine the amount if any of the subscription to be paid by each member Club.

7.2 Each member Club must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under 7.1 above.

7.3 A Club exercises all the rights and obligations of a member Club for the purposes of these rules if that subscription is paid on or before 1 July or within 3 months thereafter, or such other time as the Board allows.

7.4 Subject to 7.3 above a member Club whose subscription is not paid within 3 months after 1 July ceases to be a member.

8. Termination of membership of the Institute.

Membership of the Institute may be terminated upon:-

- (a) receipt by the Secretary or another Board member of a notice in writing from a member Club of their resignation from the Institute or,
- (b) When such Club remains liable to pay to the Institute the amount of any subscription due and payable by that Club to the Institute but unpaid at the date of termination; or
- (c) Non-payment by a member Club of its subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7.4 above. Or:
- (d) Expulsion of a member Club in accordance with rule 9.6.

9. Suspension or expulsion of members of the Institute.

If the Board considers that a member Club should be suspended or expelled from membership of the Institute because their conduct is detrimental to the interests of the Institute / Association, the Board must communicate, either orally or in writing, to the member Club as follows-

9.1. Notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided.

9.2. Particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in 9.1. Above

9.3. At the Committee meeting referred to in a notice communicated under 9.1.above, the Board may, having afforded the member Club concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that member Club from membership of the Institute and must, forthwith after deciding whether or not to suspend or expel that member Club, communicate that decision in writing to that member Club.

9.4. A member Club that has their membership suspended or expelled ceases to be a member 14 days after the day on which the decision to suspend or expel a member Club is communicated to that Club Secretary.

9.5. A member Club that is suspended or expelled and wishes to appeal against that suspension or expulsion, must give notice to the Secretary of the Institute their intention to do so within the period of 14 days referred to in 9 4 above .

9.6. When notice is given under 9.5 above -

- the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member Club , after having afforded the member Club that gave notice, a reasonable opportunity to be heard by, or to make representations in writing to, the Institute in the general meeting; and

-the member Club who gave that notice is not suspended or does not cease to be a member club unless and until the decision of the Board to suspend or expel them is confirmed.

10. Board of Directors

The Management of the Institute and its business, property and affairs is by this Constitution vested in the Directors and they shall promote the objects and purposes of the Institute in accordance with this Constitution and they shall cause all proper records and accounts to be kept. The Directors of the Institute having voting rights shall be:

1. The Chairman
2. The Deputy Chairman
3. The Secretary
4. The Treasurer
5. The Medical Director. (*ex officio*)
6. The District Governor, *ex officio*, of each participating District in Western Australia
7. The First Vice District Governor, *ex officio*, of each participating District in Western Australia
8. The Cancer Chairman, *ex officio*, of each participating District in Western Australia (who shall not also be an elected director of the Institute)
9. Five Lions Club members from each “participating District” shall serve as voting Directors, and shall be elected at the District Convention by the delegates of member clubs. Two Directors shall be elected at each annual convention that shall each hold office for two years from January 1st in the calendar year following the Convention. One further member shall be

elected at each annual Convention that shall hold office for one year from January 1st in the calendar year following the Convention. A single election shall be held, with the two delegates receiving the first and second highest number of votes serving for two years and the member receiving the third highest number of votes serving for one year.

- a. When a District other than Lions District 201W2 becomes a participating District, it shall elect five members for the first year of participation, two of whom shall serve for two years and three of whom shall serve for a single year from January 1st in the calendar year following the Convention. At the next Convention and thereafter, the new participating Districts shall elect further Directors in accordance with Section 10.9.
- b. The Board of Directors may appoint further non Lion members, where such persons are deemed to be in position to assist the Board in the discharge of their obligations. Such further voting members shall be appointed to serve for such term as the Board may decide.
- c. At all times and under all circumstances, the composition of the Board's membership must be such that a majority of the voting directors are Lions Club members.

11. Officers of the Institute

11.1 The Chairman of the Board of Directors of the Institute shall be an elected Director who shall be appointed at a meeting of the Directors for the year commencing January 1st in each year and called for that purpose prior to January 1st in each year or at any adjournment of that meeting and shall take up office on January 1st. The Chairman shall not be a District Governor or District Chairman during his/her term of office.

11.2 There shall be a Deputy Chairman who shall be an elected Director who shall be appointed at a meeting of the Directors for the year commencing January 1st in each year, called for that purpose prior to January 1st in each year or at any adjournment of that meeting and shall take up office on January 1st. The Deputy Chairman shall not be a District Governor or District Chairman during his term of office.

11.3 There shall be a Secretary of the Institute who may not necessarily be an elected Director and who shall be appointed at a meeting of the Directors for the year commencing January 1st in each year called for that purpose prior to January 1st in each year or at any adjournment of that meeting and shall take up office on January 1st. Such Secretary may also hold the office of Treasurer if deemed appropriate by the Board of Directors.

11.4 There shall be a Treasurer of the Institute who may not necessarily be an elected Director and who shall be appointed at a meeting of the Directors for the year commencing January 1st in each year called for that purpose prior to January 1st in each year or at any adjournment of that meeting and shall take up office on January 1st. Such Treasurer may also hold the office of Secretary if deemed appropriate by the Board of Directors.

11.5 There shall be a Chairman of the Medical and Scientific Advisory Committee of the Institute who may not necessarily be an elected Director and who shall be appointed at a meeting of the Directors for the year commencing January 1st in each

year called for that purpose prior to January 1st in each year or at any adjournment of that meeting and shall take up office on January 1st.

11.6 Where more than one candidate exists for the election of any officer of the Institute, a secret ballot may be held.

12. Directors – Removal or Replacement by the Board

12.1 The Directors may at any time remove an appointed Director (as opposed to an elected director) before the expiration of the period of his office and may appoint another person having at least equal qualifications in his place. A Director so appointed shall hold office until the first meeting of the Directors in the year commencing January 1st next succeeding.

12.2 The Directors at any time may, by an affirmative vote of three quarters of the entire number of Directors present and voting suspend an elected Director until the next Convention of that participating District which he represents.

12.3 At that Convention a substitute Director shall be appointed to fill the vacancy so caused until the completion of the term of the suspended member. The District Governor of the participating District represented by the suspended Director may appoint another Lion Member to represent that District until the next Convention of that participating District.

12.4 The Directors may fill any casual vacancy occurring in the office of Director provided :-

(a)- that a person appointed to fill a casual vacancy of the office of an appointed Director shall be a person having at least equal qualifications and a Director so appointed shall hold office for the period specified by the Board of Directors until the first meeting of the Directors in the year commencing January 1st next succeeding,

(b).- that a person appointed to fill a casual vacancy of the office of an elected Director shall be a Lion member of a Club in the same District as was previously represented by the office, and the District Governor of that “participating District” shall be requested to nominate a suitable person to fill that vacancy until the expiration of the term for which the elected vacating officer had been elected,

(c).- a Director so appointed shall hold office until the next Convention of the District he represents at which Convention a substitute new Director shall be elected to fill the vacancy so caused until the completion of the term of that office.

12.5 The Directors may co-opt persons to the Board in an advisory and non-voting capacity for a defined period, where such persons are deemed to be in a position to assist the Board in the discharge of their obligations.

13. Board Meetings

13.1 Meetings of the Board of Directors shall be held at intervals of no more than three calendar months or at lesser intervals as required for the efficient transaction of the Institute’s business. The Secretary shall give not less than two weeks notice of such meetings to all Directors by electronic mail, facsimile or post. Where it is necessary to hold an emergency meeting with lesser

notice, the Secretary shall seek evidence of agreement from not less than three-quarters of the Board members prior to the meeting.

13.2. Special meetings of the Board of Directors may be called at any time by the Chairman of Directors or the Secretary on the written request of any three Directors. Not less than three days verbal or written notice prior to the hour of holding such special meeting shall be given in each case, provided that such notice may be waived, prior to the appointed meeting time, by a three quarters majority of all Directors.

13.3.A quorum for any Board or special meeting of the Board of Directors shall be a majority of the elected Directors, save only that a majority of that quorum shall be Lions Members. Ex officio members, who may attend said Board meetings will participate in full and have full voting rights but are not required to form a quorum.

13.4. No Director of the Institute shall have dual voting rights.

13.5.A decision of the Board of Directors shall be decided by a majority of the votes of those present and entitled to vote. A resolution signed by all Board members shall be as valid and effectual as a resolution passed at a meeting duly convened. In the event of an equality of votes the Chairman shall have a casting vote in addition to his ordinary vote.

14. General and Special Meetings.

14.1. The Annual General Meeting of Members shall be held not later than six months after the end of the Institute's financial year, in each year at a time and place to be decided by the Board and advised to members in writing by the Secretary for the time being.

14.2.Each chartered Club in good standing shall be entitled, at any general meeting of the Institute, to one delegate and one alternate for every ten or major fraction thereof of its members in good standing as shown by the records of the participating District on the first day of the month last preceding that month during which the meeting is held.

The major fraction referred to in this section shall be five or more members.

An alternate delegate may only vote at the meeting in the event that the club delegate is prevented from voting by absence or other circumstances

14.3.The acceptance of each of such delegate or alternate shall be evidenced by a certificate signed by the president or secretary or any other duly authorized officer of such Club or in the event that no such Club officer is in attendance at the meeting, by the District Governor or Vice District Governor of the participating District of which the Club is a member.

14.4.Special meetings of the members of the Institute may be called at any time by the Chairman and shall be called by him on receipt of a request in writing signed by any three Directors or by the President or Secretary of five member Clubs of the Institute. Such meetings shall be held at such place and at such time as may be determined by the Chairman on the receipt by him of such requisition.

14.5.At least ten days written notice shall be given of every general or special meeting. The notice of the meeting shall state the business to be transaction at such meeting. Notice may be given to any member Club by sending it by post, electronic mail, or facsimile transmission to the Secretary at his address as it appears in the records of the Institute or participating districts. At the annual general meeting, general business that is not referred to in the notice of the meeting may be discussed, subject to an affirmative motion from the delegates present.

14.6. Section 24 of the Act requires that any Special resolution must be passed by a 75% majority of those members present who are entitled to vote at a general meeting.

14.7. Within one month of passing of any such special resolution to alter the Institute's Constitution, the Institute must lodge with the Commissioner, notice of the special resolution setting out particulars of the alteration's, such alterations do not take effect until they are lodged with and approved by the Commissioner

14.8 Within thirty (30) days after each Annual General Meeting the Secretary shall send copies of the minutes of the Annual General Meeting (which include the financial statements) to Lions Clubs International headquarters and to all Member Clubs.

15. Duties of Institute Officers

The main function of the **Chairman** within the Institute shall be to:

15.1. Preside over the Board of Directors in matters of administration of the Institute.

15.2. Represent and support all interests of the Institute.

15.3. Be responsible for the sanctity of the aims and the objectives of the Institute.

The main duties of the **Secretary** shall be, under the direction of the Chairman -

15.4. To keep the minutes of the meetings of the members and the Directors.

15.5. To see that all notices are duly given in accordance with the provisions of this Constitution or as required by law.

15.6. He shall be custodian of the Seal of the Institute and shall see that it is affixed to all documents the execution of which under the seal of the Institute is duly authorised.

15.7. In general he shall perform such duties as are incidental to the office of Secretary, or as may from time to time be assigned to him by the Directors or as are prescribed by law or by this Constitution.

The main duties of the **Treasurer** shall be –

15.8. To be responsible for the receipt of all moneys paid to or received by him on behalf of the Institute / Association and must issue receipts for those moneys in the name of the Institute.

15.9. He shall pay all moneys referred to in paragraph 15.8 above into such account or accounts of the Institute as the Board / Committee may from time to time direct.

15.10. He shall make payments from the funds of the Institute with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by himself and at least one other authorised Board member, or by any two others as are authorised by the Board.

15.11. He shall comply on behalf of the Institute with sections 25 and 26 of the Act with respect to the accounting records of the Institute by-

(a). Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Institute;

(b). Keeping its accounting records in such manner as will enable true and fair accounts of the Institute / Association to be prepared from time to time;

(c). Keeping its accounting records in such manner as will enable true and fair accounts of the Institute / Association to be conveniently and properly audited.

(d). Submitting to members at each annual general meeting of the Institute its accounts of the Institute showing the financial position of the Institute / Association at the end of the immediately preceding financial year.

(e). Whenever directed to do so by the Chairman, submit to the Board a report, balance sheet or financial statement in accordance with that direction.

(f) Unless the members resolve otherwise at a general meeting. Have custody of all securities, books and documents of a financial nature and accounting records of the Institute, including those referred to in paragraphs 15.11 and 15.11 (e).

(f). To perform such other duties as are imposed by these rules on the Treasurer.

16. Medical Director and Advisory Committee

16.1. The Institute shall have a Medical Director who is conversant with the professions of oncology or related professions; and whom the Board of Directors shall appoint.

16.2. The Board may also appoint a Medical and Scientific Advisory Committee whose purpose shall be to provide direction, critical appraisal and review of all scientific and medical research proposals to be undertaken by the Institute in accordance with its aims. The Medical and Scientific Advisory Committee shall operate under Terms of Reference which shall be approved by the Board of the Institute from time to time. The Board of the Institute shall review such Terms of Reference as may be required.

16.3. All individual areas of research proposed for study within the Institute shall first be appraised by the Medical and Scientific Advisory Committee, and those of significance in relation to the aims of the Institute will then be presented to the Board of Directors for approval.

16.4. The Medical and Scientific Advisory Committee shall comprise a minimum of six members; being the Medical Director of the Institute and five or more other members initially nominated by the Medical Director and approved by the Institute's Board of Directors. Vacancies shall be filled by vote of the full committee for the purpose of replacement or addition of members and be subject to the approval of the Institute's Board of Directors.

16.5. The Chairman of the Medical and Scientific Advisory Committee will be a member of the Board of Directors of the Institute *ex officio* and will report to the Directors on all matters pertaining to the Committee.

17. Administration of the Institute

17.1. The Directors shall appoint auditors annually. Such persons shall be either a member of the Chartered Practising Accountants or the Australian Society of Certified Public Accountants or their successors or as approved under the law for the time being of the State of Western Australia and further shall hold any other necessary registration that may be required by law.

17.2. The Directors, the Secretary, the Treasurer and every member of the Institute shall immediately produce to the auditors all such property and such accounts, books, papers and documents relating to the affairs of the Institute as the auditors may from time to time require.

17.3. The Institute shall have a Common Seal that shall not be used without the express authority of the Board of the Institute and every use of the seal shall be recorded in the Minute book. Any two of the Chairman, the Secretary, the Treasurer, or any Director of the Institute shall witness the affixing of the Common Seal of the Institute.

17.4. The Directors may, in recognition of special service to the Institute, confer the honour of Fellow of the Institute.

17.5. The financial year of the Institute shall be the period commencing 1st July each year and terminating on the 30th June in the following year.

17.6. All cheques, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Institute shall be signed maybe endorsed, assigned and delivered by any two of the Chairman, Secretary, Treasurer or such other Director as the Board shall approve.

17.7. Subject to the provisions of the Trustee Act and the Charitable Collections Act, all funds of the Institute shall be deposited from time to time to its credit in such banks, registered building societies, trust companies or other depositories as the Directors may select or as may be selected by such officers or agents of the Institute to whom such power may from time to time be delegated by the Directors.

17.8. The Directors may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the board may select and may make such special rules and regulations with respect thereto as it may deem expedient, provided that at no time shall access to any funds of the Institute be possible without the authorizing signatures of at least two Directors nominated for this purpose by the Board of Directors, other than as provided in Section 12.9 hereof.

17.9. If authorized by the Board of Directors for the convenience of administration of the Institute, a sum not to exceed \$7,000.00 at any time may be placed in an account from which it may be drawn under authority of a single named director provided that suitable insurance bonding be established and a monthly reconciliation of the account be signed by at least two Directors.

17.10. It shall be the duty of the Board, or their delegate to authorize and to pay duly authorised costs and expenses, including travel expenses, incurred by any Member, Director, Officer or Servant of the Institute in the proper discharge of their duties on behalf of the Institute, and as authorized by policy determined by the Board from time to time.

17.11. The Directors shall have the power to make insurance arrangements and do all things to indemnify the Members, Directors, Officers and Servants of the Institute against liability to the extent permitted by law, and the cost of such insurance and actions shall be borne by the Institute.

18. Administration of the Constitution.

18.1. The Constitution may be added to, repealed or amended at any special meeting by a 75% majority of those present and entitled to vote, provided that no alterations be made which would render the registration of the Institute under the Association Incorporation Act 2015 (Western Australia) and its amendments liable to be cancelled or would cause donations to the Institute (whether made before or after such addition or amendment) to be other than allowable deductions within the meaning of Section 30-15 Item 1 of the Income Tax Assessment Act 1997 and its amendments or any act for the time being amending or superseding the same or shall affect the status of the Institute as a charitable institution under Subdivision 50-5 Item 1.1 of the Income Tax Assessment Act 1997.

18.2. Any proposed addition to, repeal of, or amendment to this Constitution shall be notified in writing to the Secretary of the Institute by a member club or Director 30 days before the General meeting of members at which the notice of motion is to be brought forward.

18.3. In the notice of such meeting the Secretary shall include notice of the alteration proposed however, if the Chairman shall consider the notice of motion is too lengthy for inclusion with the notice of such meeting, he may direct the Secretary to publish an abstract thereof and such abstract shall be deemed to comply with the provisions of this Constitution.

18.4. Section 24 of the Act requires that any Special resolution must be passed by a 75% majority of those members present who are entitled to vote at a General meeting.

18.5. The Secretary of the Institute shall take all necessary actions to ensure that any proposed addition to, or a repeal of, or amendment to this constitution receives or will receive the approval of the following: .

- . The Australian Taxation Office
- . The International Association of Lions Clubs
- . The charities Commissioner for Western Australia
- . Any other statutory body from which approval is required under Western Australia or Commonwealth of Australian Law, including the Department of Commerce and Consumer Protection.

and shall report to the Board of Directors of the Institute upon such actions.

19. Dissolution of the Institute

19.1 The Institute may be dissolved and the provisions of paragraph 15.2 shall *mutatis mutandis* apply to the dissolution of the Institute.

19.2. On the dissolution of the Institute, all the property of the Institute shall go to such public institution being an institution of such nature that donations to it are allowable deductions within the meaning of Section 30-B of the Income Tax Assessment Act 1997 and any superseding legislation at a general meeting shall decide pursuant also to the provisions of the Charitable Collections Act 1946 and its amendments and superseding legislation; and if no such decision is made then as the Minister for Justice or the Attorney General of the State of Western Australia, shall appoint after he has considered the objects of this Institute and has decided which such institution will best carry out all or some of the objects of the Institute.

